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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
ALEXANDRIA DIVISION**

In re:	)	
	)	Case No. 02-83984
	)	Jointly Administered
US AIRWAYS GROUP, INC., et al.,	)	Chapter 11
	)	Hon. Stephen S. Mitchell
Reorganized Debtors	)	)
	)	

**SECOND AMENDED AND RESTATED ORDER PURSUANT TO  
11 U.S.C. §§ 102 AND 105(a), BANKRUPTCY RULES 2002(m) AND  
9007, AND LOCAL BANKRUPTCY RULES 2002-1 AND 9013-1  
ESTABLISHING OMNIBUS HEARING DATES AND CERTAIN  
NOTICE, CASE  
MANAGEMENT AND ADMINISTRATIVE PROCEDURES**

Upon the motion dated August 11, 2002 (the "Case  
Management Motion") for entry of an order, pursuant to sections 102(1) and

105(a) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the “Bankruptcy Code”), Rules 2002(m) and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2002-1 and 9013-1 of the Local Bankruptcy Rules for the Eastern District of Virginia Bankruptcy Court (the “Local Bankruptcy Rules”) establishing omnibus hearing dates and certain notice, case management, and administrative procedures in the Debtors’ chapter 11 cases (Docket No. 20); and upon the Order Establishing Omnibus Hearing Dates and Certain Notice, Case Management and Administrative Procedures (Docket No. 84); and upon the Amended Order Establishing Omnibus Hearing Dates and Certain Notice, Case Management and Administrative Procedures, as supplemented (Docket No. 88) (the "Amended Case Management Order"); and upon the Order Scheduling Monthly Omnibus Hearings (Docket No. 1639) (the "Omnibus Scheduling Order"); and upon the Motion for Entry of a Second Amended and Restated Order Pursuant to 11 U.S.C. §§102 and 105(a), Bankruptcy Rules 2002(m) and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Omnibus Hearing Dates and Certain Notice, Case Management and Administrative Procedures, dated July 7, 2003 (Docket No. 3768) (the "Amending Motion"); it appearing to the Court that (i) it has jurisdiction over the matters raised in the motions pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief

requested in the Amending Motion is in the best interests of the Reorganized Debtors,<sup>1</sup> their estates and their creditors; (iv) proper and adequate notice of the Amending Motion and the hearing thereon has been given and that no other or further notice is necessary; and (v) upon the record herein, after due deliberation thereon, that the relief should be granted as set forth below,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Amending Motion is GRANTED.
- A. Monthly Omnibus Hearing Dates
2. The Court shall conduct the following additional Omnibus Hearings on a monthly basis in these cases (the "Omnibus Hearing Dates"):

August 14, 2003 at 9:30 A.M. (Prevailing Eastern Time);

September 18, 2003 at 9:30 A.M. (Prevailing Eastern Time);

October 23, 2003 at 9:30 A.M. (Prevailing Eastern Time);

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<sup>1</sup> The Reorganized Debtors are the following entities: US Airways Group, Inc., US Airways, Inc., Allegheny Airlines, Inc., PSA Airlines, Inc., Piedmont Airlines, Inc., MidAtlantic Airways, Inc., US Airways Leasing and Sales, Inc. and Material Services Company, Inc. As used herein, the term "Debtors" shall be deemed to mean the Debtors and the Reorganized Debtors (as applicable)

November 20, 2003 at 9:30 A.M. (Prevailing Eastern Time); and

December 18, 2003 at 9:30 A.M. (Prevailing Eastern Time).

3. Omnibus Hearing Dates will occur thereafter as may be scheduled by the Court. All matters requiring a hearing in these cases shall be set for and be heard on Omnibus Hearing Dates unless alternative hearing dates are approved by the Court for good cause shown.

B. Electronic Filing Procedures

4. Pursuant to (i) the Court's Standing Order No. 02-2 (Order Adopting Case Management/Electronic Case Filing Procedures), dated May 24, 2002, and (ii) the accompanying Administrative Procedures (the "Administrative Procedures"), (a) except with regard to documents that may be filed under seal, all motions, pleadings, memoranda of law or other documents to be filed with the Court in these Chapter 11 cases shall be electronically filed on the Court's Electronic Filing System and (b) except with respect to parties who have properly requested to be exempt from electronic service, each party having filed a notice of appearance and a request for service of papers shall be deemed to have consented to electronic service of papers, in accordance with section II(B)(4) of the Administrative Procedures.

5. Those members of the Debtors' lead counsel, Skadden, Arps, Slate, Meagher & Flom LLP and its affiliated law practice entities (collectively, "Skadden, Arps"), which have been, are contemporaneously herewith being or may in the future be

admitted to practice pro hac vice before this Court for purposes of the representation of the Debtors in these jointly-administered chapter 11 cases, are hereby exempted from those portions of section I.B. of the Administrative Procedures which limit the distribution of logins and passwords for purposes of filing documents electronically.

C. Notice Procedures

6. Every Filing shall be subject to the following Notice Procedures described herein. All Filings shall be filed with the Court in accordance with the Local Rules and the procedures delineated above. All Filings shall be served on any entity with a particularized interest in the subject of the Filing. All Filings in these cases shall also be served upon the following list (the "Master Service List") of parties or entities:

1. The Debtors and their counsel;
2. The Office of the United States Trustee;
3. Counsel to any official committee(s) established in these cases pursuant to section 1102 of the Bankruptcy Code (the "Committee(s)), including, without limitation, the Post-Confirmation Creditors' Committee;
4. Counsel to the agent for the Debtors' postpetition credit facility; and
5. Those parties that may be added to the Master Service List upon written consent to the Debtors and the Committee(s) or as ordered by the Court for good and sufficient cause pursuant to the Local Bankruptcy Rules and as required hereby.

7. Parties may be added or deleted from the Master Service List upon written request for good and sufficient cause, in accordance with the procedures set forth in this Order.

8. All initial Filings, complaints and other pleadings filed in any adversary proceeding commenced in these cases (the "Adversary Pleadings") shall be served on (a) - (e) above, as well as any parties required to be served under any applicable Bankruptcy Rule or Local Rule. Subsequent Adversary Pleadings shall be served on parties to the underlying adversary proceeding.

9. With respect to all Filings for which particular notices are required by Bankruptcy Rules 2002(a)(2) and (3), 4001, 6004, 6006, 6007 or 9019, parties shall serve all such Filings on the Master Service List herein and also in accordance with the following procedures, unless otherwise authorized by the Court:

1. Filings related to the use, sale, lease or abandonment of property other than in the ordinary course of business shall be served on each entity asserting an interest in the property.
2. Filings related to relief from, or otherwise related to, the automatic stay shall be served on each entity asserting a lien or encumbrance on the affected property.
3. Filings relating to the use of cash collateral or obtaining credit shall be served on each adversely affected entity asserting an interest in the cash collateral or each adversely affected entity asserting a lien or other interest in property on which a lien is proposed to be granted.
4. Filings relating to approval of proposed compromises or settlements shall be served on any entity that is a party to the compromise or settlement or which may be directly adversely affected thereby.

5. Filings relating to rights under section 365 of the Bankruptcy Code shall be served on each party to the executory contract(s) or unexpired lease(s) affected thereby.
  6. Filings relating to applications (including final applications) for payment of compensation or reimbursement of expenses shall be served on each professional person who is seeking payment of compensation or reimbursement of expenses and whose retention has been authorized by the Court in these cases.
  7. In connection with the August 14, 2003 hearing (the "Final Fee Application Hearing") on final applications for payment of compensation and reimbursement of expenses, notice of the Final Fee Application Hearing shall be sent to only the Master Service List and those creditors and other parties-in-interest that have filed appearances in these cases. Notice of the Final Fee Application Hearing shall not be sent to all creditors and parties-in-interest in these cases. The deadline by which to object to any final application for payment of compensation and reimbursement of expenses shall be ten (10) business days prior to the Final Fee Application Hearing.
  8. Notice of other matters for which the Bankruptcy Rules specifically require notice to all parties-in-interest shall be served on all creditors and equity security holders of the Debtors and parties-in-interest, except as set forth herein or as otherwise authorized by this Court.
10. Except as set forth herein or otherwise authorized by this Court, the noticing procedures set forth above shall not apply to notices of the matters or proceedings described in the following Bankruptcy Rules:
1. Bankruptcy Rule 2002(a)(1) (meeting of creditors pursuant to section 341 of the Bankruptcy Code).
  2. Bankruptcy Rule 2002(a)(2) (any proposed use, sale or lease of property of the estate other than in the ordinary course of business, to the extent that such use, sale or lease concerns all or substantially all of the Debtors' assets).

3. Bankruptcy Rule 2002(a)(3) (the hearing on approval of a compromise or settlement of a controversy other than approval of an agreement pursuant to Bankruptcy Rule 4001(d)(1), to the extent that such compromise or settlement either involves claims between and among the Debtors and any Committee or a plan of reorganization).
4. Bankruptcy Rule 2002(a)(4) (a hearing on the dismissal of the case or cases, or the conversion of the case or cases to another chapter).
5. Bankruptcy Rule 2002(a)(5) (the time fixed to accept or reject a proposed modification of a plan of reorganization).
6. Bankruptcy Rule 2002(b)(1) (the time fixed for filing objections and any hearing to consider approval of a disclosure statement).
7. Bankruptcy Rule 2002(b)(2) (the time fixed for filing objections and any hearing to consider confirmation of a plan of reorganization).
8. Bankruptcy Rule 2002(d) (certain matters for which notice is to be provided to equity security holders).
9. Bankruptcy Rule 2002(f)(1) (the entry of an order for relief).
10. Bankruptcy Rule 2002(f)(2) (the dismissal or conversion of a case to another chapter of the Bankruptcy Code).
11. Bankruptcy Rule 2002(f)(3) (the time allowed for filing claims pursuant to Rule 3002).
12. Bankruptcy Rule 2002(f)(6) (the waiver, denial or revocation of a discharge as provided in Bankruptcy Rule 4006).
13. Bankruptcy Rule 2002(f)(7) (the entry of an order confirming a chapter 11 plan or plans of reorganization).
14. Bankruptcy Rule 2002(f)(8) (a summary of the trustee's final report and account should a case be converted to chapter 7 of the Bankruptcy Code).



11. Any entity submitting a Filing shall serve a notice of such filing on all 2002 List Parties (defined below). Such notice shall include the title of the Filing and the time and date of any objection deadline and the Omnibus Hearing (hereinafter defined), or other hearing date as ordered by the Court, at which the Court will consider the Filing (the "Applicable Hearing Date"). Nothing shall prejudice (i) the rights of any party in interest to move the Court to further limit or expand notice of such matters and proceedings upon a showing of good cause, including, but not limited to, the right to file a motion seeking emergency ex parte consideration or consideration upon shortened time; or (ii) the rights of any party to seek an enlargement or reduction of a time period under Bankruptcy Rule 9006(b) or (c).

12. All Notice Requests, whether now filed or filed in the future, for automatic receipt of copies of Filings, Responses, Adversary Pleadings and other documents or writings filed in these cases and any adversary proceeding will be denied except as set forth herein.

13. Parties who file notices of appearance and who desire to be added to the Master Service List should make a written request to that effect to the Debtors. In the written request, the requesting party shall advise the Debtors of the party's interest in the bankruptcy cases and why cause exists for the party's inclusion on the Master Service List. The Debtors shall have twenty (20) business days from receipt of such a request to consider such a request. If the Debtors decline the request or fail to

respond to the same within such 20-day period, the requesting party may then move the Court in accordance with the Notice Procedures, for good cause shown, to be added to the Master Service List.

14. On the last day of each calendar month, or as soon thereafter as is practicable, a copy of this Order, as it may be modified or amended from time to time, shall be served by the Debtors on each party that has filed a notice of appearance or request for notice in these cases during the preceding calendar month.

15. In the event that a Filing is a motion or application for relief, the objection deadline shall be (a) no later than the fifth (5<sup>th</sup>) business date before the Applicable Hearing Date if the Filing is served at least twenty (20) days prior to the Applicable Hearing Date; (b) no later than the second (2<sup>nd</sup>) business date before the Applicable Hearing Date if the Filing is served less than twenty (20) but at least ten (10) days prior to the Applicable Hearing Date; or (c) otherwise as ordered by the Court. The relief requested in the Filing may be granted without a hearing if no objection is timely filed. Should a timely objection be submitted, the party filing the initial motion is allowed, but not required, to file a reply to such objection at any time prior to the Applicable Hearing Date.

16. Motion for Relief from Automatic Stay or Plan Injunction. Unless otherwise ordered by the Court, all motions for relief from stay imposed by § 362 of the United States Bankruptcy Code or the Plan Injunction established by Section 11.10 of the

First Amended Joint Plan of Reorganization of US Airways Group, Inc. and its Affiliated Debtors and Debtors-in-Possession, as Modified (the "Plan") (each a "Relief Motion") shall be set for a preliminary hearing on the next Hearing Date more than 14 days after the filing of the motion.

Notwithstanding any other provision of the Plan or § 362(e) of the Bankruptcy Code, by setting a Relief Motion on such Hearing Date the moving party will be deemed to have consented to the automatic stay or the Plan Injunction remaining in full force and effect until the conclusion of the preliminary hearing. At the preliminary hearing the court may continue the automatic stay or Plan Injunction in full force and effect until the final hearing. Any party seeking relief from the automatic stay or Plan Injunction who does not so consent shall file a motion for an expedited hearing and shall serve the motion as required by this order. The Court may set the Relief Motion for a separate date within 30 days of the filing of the Relief Motion or take such other action as may be appropriate.

17. All persons on the Master Service List and all parties with a particularized interest in the subject of the Filing shall be served with Filings by overnight mail. In addition, all 2002 List Parties shall be served with Notice of Filings by electronic mail (e-mail), except as provided below. Any 2002 List Party may file a request to be exempt from providing an electronic mail (e-mail) address, which request must be served on the Master Service List and the other 2002 List Parties. All objections,

responses or statements in support of Filings as well as any replies thereto (collectively "Responses") need only be served on counsel who served such Filings and the parties described in (a) through (e) of paragraph 5 above, provided that all such Responses shall be served so as to be actually received by such parties by the applicable objection deadline.

18. If any person makes any Filing in contravention of the Omnibus Hearing Date process by, among other things, setting a hearing on such Filing for a date and time other than an Omnibus Hearing Date without an order from this Court authorizing such hearing for cause, the Debtors shall forward a copy of the Procedures Order to such person within three (3) business days after receipt. If such Filing is filed at least twenty (20) days prior to the next Omnibus Hearing Date, then the hearing with respect to such Filing shall be deemed to be on such Omnibus Hearing Date. If such Filing is filed less than twenty (20) days prior to the next Omnibus Hearing Date, then the hearing with respect to such Filing shall be on the Omnibus Hearing Date after the next Omnibus Hearing Date.

19. The Court may conduct case status conferences pursuant to 11 U.S.C. § 105 to review these matters from time to time with representatives of the Debtors, the United States Trustee, and the Clerk of the Bankruptcy Court.

20. Pursuant to Bankruptcy Rule 9014 and in compliance with Local Bankruptcy Rule 9014-1 (as amended), in the event that an objection is made to a motion or application for relief, then the hearing on such Filing shall be an evidentiary hearing at which witnesses may testify, unless the Reorganized Debtors' proposed agenda provides otherwise. Any party that intends to introduce evidence or witnesses with respect to a matter that is the subject of a timely objection shall identify with reasonable particularity its proposed evidentiary exhibits and witnesses in a written disclosure (each a "Disclosure"). With respect to the party that files a timely objection, such written disclosure shall be made (a) with respect to a Filing that is served at least twenty (20) days prior to the Applicable Hearing Date, the same date as the filing of the timely objection and, (b) with respect to a Filing that is served less than twenty (20) but at least ten (10) days prior to the Applicable Hearing Date, the same date as the filing of the timely objection. Thereafter, with respect to the party that files a motion or application for relief or any other party-in-interest who intends to present evidence at the hearing, such written disclosure shall be made (a) with respect to a Filing that is served at least twenty (20) days prior to the Applicable Hearing Date, within two (2) business days after the applicable deadline associated with such Filing and, (b) with respect to a Filing that is served less than twenty (20) but at least ten (10) days prior to the Applicable Hearing Date, within one (1) business day after the objection

deadline associated with such Filing. The Reorganized Debtors, after consultation with each party who has made a Disclosure, will indicate on the letter setting forth the agenda of matters to be heard at the hearing for such contested matter, whether the matter shall be heard at the next Omnibus Hearing Date, or whether it shall be heard at a subsequently scheduled off-omnibus hearing or a future Omnibus Hearing Date. Further, upon reasonable request, the parties shall make copies of all proposed evidentiary exhibits, and make all witnesses available for deposition at the expense of the requesting party and within a time period to facilitate the evidentiary hearing going forward.

21. Any document identifying such evidentiary exhibits and witnesses shall be served on any opposing party, the Reorganized Debtors' counsel, counsel for the Post-Confirmation Creditors' Committee and the United States Trustee. Such documents need not be filed with the Court, but they shall be made available to the Court by the serving party in the event of a dispute. Any party that fails to identify its evidentiary exhibits or witnesses as provided for herein may be precluded from presenting such evidentiary exhibits or witnesses at the hearing on the matter. Nothing shall preclude any party from presenting proffers in connection with uncontested matters, or agreeing with an opposing party to present proffers in any

contested matter in lieu of the direct testimony of any witness or otherwise stipulating to facts or documentary evidence.

22. The Reorganized Debtors shall describe the status of contested evidentiary hearings on the proposed hearing agendas submitted to the Court in connection with each hearing.

23. This Second Amended Order replaces and supercedes the Amended Case Management Order and includes the supplements made thereto by the Omnibus Scheduling Order.

Dated: Alexandria, Virginia  
July \_\_, 2003

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Honorable Stephen S. Mitchell  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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